

Division of Corporations

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**L06000/005/0**

## Florida Department of State

Division of Corporations

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**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION  
OF**

**LNR TURTLE CROSSING, LLC**

The undersigned, being the member of LNR TURTLE CROSSING, LLC, a limited liability company organized and existing under the law of the State of Florida (the "Company"), does hereby certify pursuant to the provisions of Sections 608.411 of the Florida Limited Liability Company Act:

**ONE:** The Articles of Organization of the Company were filed with the Secretary of State of the State of Florida on October 13, 2006, under Document No. L06000100510.

**TWO:** The Articles of Organization of the Company are hereby amended and restated in their entirety to read as follows:

1. The name of the limited liability company is LNR RESFG HOLDINGS, LLC (the "Company").
2. The mailing address and the street address of the principal office of the Company are 1601 Washington Avenue, Suite 800, Miami Beach, Florida 33139.
3. The name and street address of the registered agent of the Company are Zena M. Dickstein at 1601 Washington Avenue, Suite 800, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, these Amended and Restated Articles of Organization of the Company have been duly executed by the undersigned member thereof this 24<sup>th</sup> day of April, 2007.

LEISURE COLONY MANAGEMENT CORP.,  
a Florida corporation, member

By:   
Steven N. Bjerke, Vice President

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Amended and Restated Articles of Organization, the undersigned hereby accepts her appointment as registered agent and agrees to act in this capacity. She undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 608, Florida Statutes.

  
Zena M. Dickstein, Registered Agent

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